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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER WITHDRAWING
WITH PREJUDICE PROOF OF CLAIM NUMBER 4889
(CHARLES CLARK)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Charles Clark ("Clark"), and Raybestos Products Co. ("Raybestos"), respectfully submit this Joint Stipulation Withdrawing With Prejudice Proof Of Claim Number 4889 (Charles Clark), and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 5, 2006, Clark filed proof of claim number 4889 against Delphi, which asserts an unsecured non-priority claim for an unliquidated amount (the "Claim") stemming from a personal injury Clark suffered.

WHEREAS, the Claim is related to the First Amended Complaint And Jury Demand filed by Clark in Macomb County Circuit Court against DAS LLC on July 12, 2005.

WHEREAS, Raybestos agreed to defend and indemnify the Debtors pursuant to Article 7.02 (Indemnification of Buyer) of the Asset Sale Agreement entered into by the parties on Feb. 1, 2002 incorporated into the Asset Sale Agreement dated February 1, 2002.

THEREFORE, the Debtors, Clark, and Raybestos stipulate and agree as follows:

1. Proof of claim number 4889 shall be withdrawn with prejudice.

2. Clark shall be limited in his recovery to the amounts available under any valid insurance policy insuring Raybestos.

So Ordered in New York, New York, this 2nd day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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